

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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BRADFORD BODINE,

Plaintiff,

v.

CANACCORD GENUITY INC. and DANIEL  
DAVIAU, in his personal and professional  
capacities,

Defendants.

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Civil Action No. 15-CV-3019

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**DECLARATION OF ANDREW VILES**

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I, Andrew Viles, declare as follows pursuant to 28 U.S.C. § 1746:

1. I have personal knowledge of all of the facts set forth in this Declaration.

2. I submit this Declaration in the above-captioned litigation in support of the  
Defendants' Motion to Dismiss the Plaintiff's Complaint.

3. I am employed by Canaccord Genuity Inc. ("Canaccord") as its Senior Managing  
Director, U.S. General Counsel.

4. Canaccord is a Delaware corporation with its principal place of business in New  
York at 350 Madison Avenue, New York, New York 10017.

5. Canaccord's Operating Committee is comprised of ten executives who are  
charged with the day-to-day management of Canaccord's business.

6. Six out of these ten executives are based full-time in Canaccord's Madison  
Avenue, New York office. Specifically, the following Operating Committee executives are  
based in this New York office: (i) Mark Whaling, Canaccord's Senior Managing Director, Head  
of Securities, (ii) Howard Green, Canaccord's Chief Financial Officer, (iii) Steven Toth,

Canaccord's Chief Operating Officer, (iv) John Gillespie, Canaccord's Head of International Equities Group, (v) Tony Dwyer, Canaccord's Co-Head of Research, and (vi) Michael Graham, Canaccord's Co-Head of Research.

7. In addition, Daniel Daviau, Canaccord's Chief Executive Officer, spends approximately one-half of the time he is not travelling for business working out of Canaccord's Madison Avenue, New York office, and the remainder of the time he is not travelling for business working out of the Toronto office of Canaccord's affiliate, Canaccord Genuity Corp.

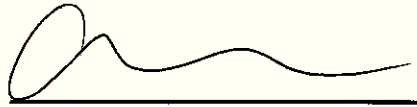
8. The remaining three executives of Canaccord's Operating Committee – myself, Jeff Barlow, Canaccord's Senior Managing Director, Head of Investment Banking, and Jennifer Pardi, Canaccord's Senior Managing Director, Head of Equity Capital Markets – are based in Boston, Massachusetts at Canaccord's office located at 99 High Street, Boston, Massachusetts 02110.

9. As required by the Financial Industry Regulatory Authority ("FINRA"), Canaccord has filed a Form BD, which is the Uniform Application for Broker-Dealer Registration, and which it regularly amends as required by law. As set forth in the Form BD Amendment filed by Canaccord on July 16, 2015, Canaccord's main address is 350 Madison Avenue, New York, New York 10017. Such address has been described as Canaccord's main address on its Form BD since September 17, 2012.

10. Canaccord Genuity Group, Inc., a company with its headquarters in Vancouver, Canada, is Canaccord's indirect parent company.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 14, 2015.

  
A handwritten signature in black ink, consisting of a large loop followed by a series of smaller, connected loops and a final horizontal stroke.

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Andrew Viles